Proposed Changes to Stoughton Riverfront Real Estate Purchase and Sale Agreement – we defer to your drafting to make final, complete edits.

Reorganize the section 4 Milestones as follows:

a. Sub (a) Canvassing and Reporting
b. Sub (b) Term sheet
c. Sub (c) Loan commitment
d. Sub (d) [remains unchanged]

Sub (a) Canvassing and Reporting

i. Deadline of January 8, 2024 for Buyer to deliver documentation that it has initiated the following canvassing efforts:
    a. Storefront project (rather than "marketing") center set up in a commercial building on Main Street in the City of Stoughton, including flyers, video monitor, layout boards, and other marketing materials;
    b. Direct outreach to select brokers within a geographic radius of approximately 25 miles, focusing on high producing agents, agents active in condominium sales and agents active in Stoughton sales.
    c. "By appointment" hours at the storefront project center.
    d. Website created and made active to provide current details on the project and to invite buyers and brokers to participate in a survey regarding the project.
ii. At the first regular RDA Board meeting in January 2024, as well as at the February 2024 meeting of the RDA Board, one of more representatives of 360 Homes LLC must attend be in attendance and provide a status report relating to the canvassing effort and the interim results which includes at least the following information:
    a. The overall number of inquiries by interested parties
    b. The number of buyers and brokers who have completed a survey
    c. The number of 1, 2, and 3 bedroom units sought by potential buyers
    d. Aggregated, anonymized demographic information describing interested parties, including age group and number of occupants.
iii. By not later than March 1, 2024, Buyer must deliver to the City Finance Director [or RDA?] a final report of the data obtained from canvassing along with a response from their lender regarding potential timelines for obtaining a term sheet and a loan commitment. Buyer and Seller shall negotiate deadlines for Buyer's delivery of term sheet and loan commitment along with ongoing reporting requirements during the time period leading up to the loan commitment. If, within 2 months of the March 1, 2024 deadline, such

negotiations do not lead to a mutually acceptable agreement on these items, the Buyer or Seller may terminate this Agreement by giving written notice of termination to the other party.

Sub (b) Term sheet – the deadline expressed should be changed to “the date established by negotiations provided under sec. 4 (a)

Sub (c) Loan commitment – the deadline expressed should be changed to “the date established by negotiations provided under sec. 4 (a)”

Section 5. Contingencies – the applicable deadline to satisfy all the contingencies under this section should also be “the date established by negotiations provided under sec. 4 (a)”

One other note: under section 10. Development of Future Phases, should (f) read starting at line 3, “…Seller may initiate negotiations with Buyer for development of future phases of the Riverfront Site upon written notice to Buyer.” ?